

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 6)

TRANSATLANTIC HOLDINGS, INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$1.00 PER SHARE

(Title of Class of Securities)

893521 10 4

(CUSIP Number)

KATHLEEN E. SHANNON
VICE PRESIDENT AND SECRETARY
AMERICAN INTERNATIONAL GROUP, INC.
70 PINE STREET, NEW YORK, NEW YORK 10270 (212) 770-5123

(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications)

AUGUST 7, 1998

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box / /.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AMERICAN INTERNATIONAL GROUP, INC.
IRS NO. 13-2592361

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (A) / /
(B) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or (e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION
INCORPORATED IN THE STATE OF DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER 5,601,168
	8 SHARED VOTING POWER 17,344,620
	9 SOLE DISPOSITIVE POWER 5,601,168
	10 SHARED DISPOSITIVE POWER 17,344,620

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
17,344,620

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
50.1

14 TYPE OF REPORTING PERSON
HC, CO

- 1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
AMERICAN HOME ASSURANCE COMPANY
IRS ID# 13-5124990
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (A) / /
(B) / /
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
WC
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or (e) / /
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
INCORPORATED IN THE STATE OF NEW YORK
- | | |
|--|---|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 7 SOLE VOTING POWER |
| | 8 SHARED VOTING POWER
11,743,452 |
| | 9 SOLE DISPOSITIVE POWER |
| | 10 SHARED DISPOSITIVE POWER
11,743,452 |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,743,452
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
33.9
- 14 TYPE OF REPORTING PERSON
IC, CO

ITEM 1. Security and Issuer.

This Statement relates to the common stock, par value \$1.00 per share ("Common Stock"), of Transatlantic Holdings, Inc., a Delaware corporation ("Company"). This statement amends and supplements Items 1, 3, 4(a) and 5 of the Statement on Schedule 13D dated August 13, 1991, Amendment No. 1 to such Schedule 13D dated November 3, 1993, Amendment No. 2 to such Schedule 13D dated March 4, 1994, Amendment No. 3 to such Schedule 13D dated March 31, 1994, Amendment No. 4 to such Schedule 13D dated November 21, 1995 and Amendment No 5 to such Schedule 13D dated July 9, 1998 (hereinafter collectively referred to as the "Schedule 13D"), previously filed by American International Group, Inc., a Delaware corporation ("AIG"), on behalf of itself and its wholly owned subsidiary, American Home Assurance Company, a New York corporation ("AHAC"). The principal executive offices of the Company are located at 80 Pine Street, New York, New York 10005.

Capitalized terms used herein and not otherwise defined shall have the meaning ascribed to such terms as in the Schedule 13D.

ITEM 3. Source and Amount of Funds or Other Consideration.

During the period from June 26, 1998 through August 7, 1998, AIG purchased 198,500 additional shares of Common Stock for an aggregate purchase price of \$17,566,839. AIG used its available working capital to purchase the shares of Common Stock.

ITEM 4. Purpose of Transaction.

(a) As a result of the purchases described in Item 3 above, AIG has obtained ownership of more than 50 percent of the outstanding voting securities of the Company, thereby obtaining control over the Company and allowing AIG to account for its investment in the Company on a consolidated basis.

ITEM 5. Interest in Securities of Issuer.

(a) and (b). The information required by these paragraphs is set forth in Items 7 through 11 and 13 of each of the cover pages to this Amendment No. 6 to Schedule 13D and is based upon the number of shares of Common Stock outstanding on June 30, 1998, based upon information provided by the Company.

(c). Since the filing of Amendment No. 5 to Schedule 13D dated July 9, 1998, AIG has acquired 198,500 shares of Common Stock as follows:

Date	Number of Shares Purchased	Price Per Share
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07/16/98	400	\$81.2500
07/17/98	1,600	82.5000
07/17/98	3,400	82.6250
07/20/98	2,200	82.6250
07/21/98	6,300	83.4375
07/21/98	2,800	83.3125
07/21/98	300	83.1250
07/21/98	300	83.0625
07/22/98	500	83.7500
07/22/98	800	83.1250
07/22/98	1,100	83.0000
07/22/98	500	82.3125
07/23/98	400	84.5625
07/23/98	900	84.6875
07/23/98	200	84.7500
07/23/98	2,800	84.8125
07/23/98	600	84.8750
07/23/98	9,100	85.0000
07/24/98	3,200	85.0000
07/24/98	500	84.6250
07/24/98	1,700	84.5625
07/24/98	1,700	84.5000
07/24/98	1,900	84.4375
07/24/98	700	84.3750
07/27/98	1,700	85.3750
07/27/98	2,300	85.3125
07/27/98	600	85.2500
07/27/98	3,900	85.1875
07/27/98	1,600	85.1250
07/28/98	500	85.5000
07/28/98	1,100	85.4375
07/28/98	400	85.3750
07/28/98	800	85.3125
07/28/98	1,000	85.2500
07/28/98	2,000	85.1250
07/28/98	600	85.0625
07/28/98	1,300	85.0000
07/28/98	2,100	84.9375
07/28/98	300	84.8750
07/30/98	5,300	90.0000
07/30/98	900	89.9375
07/30/98	1,000	89.8750
07/30/98	800	89.8125
07/30/98	2,000	89.7500
08/03/98	1,700	90.0000
08/03/98	3,000	90.0625
08/04/98	7,200	90.0000
08/04/98	2,800	89.9375
08/04/98	1,800	89.8125
08/04/98	700	89.7500
08/04/98	500	89.6875
08/04/98	2,500	89.1875
08/04/98	2,500	89.0625
08/05/98	200	90.0000
08/05/98	300	89.9375
08/05/98	200	89.8750
08/05/98	1,300	89.7500
08/05/98	2,000	89.6875
08/05/98	3,100	89.6250
08/05/98	1,700	89.5625
08/05/98	1,100	89.3125
08/06/98	5,700	89.0000
08/06/98	2,900	88.9375
08/06/98	200	88.8750
08/06/98	1,100	88.6250
08/07/98	81,900	91.0000

The above purchases were made in Open Market Purchases. AIG, AHAC, SICO and Starr and, to the best of AIG's and AHAC's knowledge, the Covered Persons, have not engaged in any transactions in Common Stock within the past 60 days other than those transactions described above.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 7, 1998

AMERICAN INTERNATIONAL GROUP, INC.

By: /s/ KATHLEEN E. SHANNON

Kathleen E. Shannon
Vice President and Secretary

AMERICAN HOME ASSURANCE COMPANY

By: /s/ EDWARD E. MATTHEWS

Edward E. Matthews
Senior Vice President